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ASSICURAZIONI GENERALI S.p.A.

Direzione Centrale

Segreteria Generale  
ed Affari Societari di Gruppo

To  
INTESA SANPAOLO S.p.A.  
Piazza San Carlo, 156  
10121 T O R I N O

Trieste, 13 April 2010  
MA – prot. SG n. 75

**Subject:** *Submission, pursuant to art. 23 of the Articles of Association, of the list of candidates for appointment of the Supervisory Board members of Intesa Sanpaolo S.p.A.*

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., summoned for 28 April 2010 on first call and 30 April 2010 on second call, in order to adopt, among others, resolutions on the appointment of the members of the Supervisory Board for the financial years 2010/2011/2012,

➤ whereas, pursuant to the applicable law and to the Articles of Association of Intesa Sanpaolo ("the Company"), each shareholder, shareholders belonging to the same group and shareholders who are parties to a shareholders' agreement concerning the Company's shares may not submit more than one list of candidates, even by proxy or via fiduciary companies,

the shareholder, Assicurazioni Generali S.p.A., with registered office in Trieste, Piazza Duca degli Abruzzi, 2, holding no. 151,035,648 shares, representing 1.2746% of the ordinary share capital,

➤ submit, pursuant to art. 23 of the Articles of Association, the attached list of 2 candidates to the position of Supervisory Board members, consecutively numbered.

\* \* \*

In accordance with all current provisions, including the Articles of Association, we submit the following original documents as attachments to the list:

- 1) certification of entitlement upon Assicurazioni Generali S.p.A. of the shareholding required for submitting the list;
- 2) declarations certifying the existence or non existence of any relationships of affiliation mentioned in art. 144-quinquies , par.1, of the Issuers Regulation, adopted with Consob resolution 11971/1999 as subsequently amended and also taking into account the cases mentioned in Consob Communication 9017893 of 26 February 2009, specifying, if these cases occur, the reasons why they have been deemed immaterial to determine relationships of affiliation;
- 3) statements whereby each candidate accepts to stand for the post of Supervisory Board member and declares that there is no grounds which would make him ineligible for, or incompatible with, that post, further attesting that he meets the professional, integrity and independence requirements established for all or some of the Board members by law, regulations and the Articles of Association, together with a detailed summary of his personal and professional characteristics; moreover pledging to provide, pursuant to art. 2400, par. 4 of the Italian Civil Code, the list of the management and supervisory posts held in other companies as at the date of the Shareholders' Meeting.

Yours faithfully,

ASSICURAZIONI GENERALI

LIST FOR APPOINTMENT OF THE SUPERVISORY BOARD

<b>No.</b>	<b>Name</b>	<b>Surname</b>	<b>Place and date of birth</b>
1.	Gianluca	Ponzellini	Varese - 7 February 1947
2.	Luigi Arturo	Bianchi	Milano - 3 June 1958

Declaration certifying the existence or non existence of any relationships of affiliation

With regard to the submission of the attached list of candidates to the post of members of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012 and in compliance with the provisions of Article 144-sexies, paragraph 4, letter b) of the Issuers' Regulation,

the undersigned shareholder **Assicurazioni Generali S.p.A.**, with registered office in Trieste, Piazza Duca degli Abruzzi, 2, holder of no. 151,035,648 shares, representing 1.2746% of the ordinary share capital,

declares:

- I deem inexistent the following relationships of affiliation with the shareholder(s) who – based on the communications of significant equity investments pursuant to article 120 of TUF (“Consolidated Law on Finance”) or on publication of shareholders’ agreements pursuant to article 122 of the same law, as currently available on the website of Intesa Sanpaolo, section “Investor Relations” (link “Shareholder base”), and on the website of the Commissione Nazionale per le Società e la Borsa – hold(s) also jointly, a controlling equity investment or relative majority in Intesa Sanpaolo:

a) family relationships: yes  no

b) membership of the same group: yes  no

c) control relationships between a company and those who jointly control it:  
yes  no

d) relationships of affiliation pursuant to Article 2359, paragraph 3 of the Italian Civil Code, including with persons belonging to the same group: yes  no

e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to:  
yes  no

f) participation in the same shareholders’ agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of Intesa Sanpaolo, of its parent company or one of its subsidiaries:  
yes  no

- having regard to Consob Communication 9017893 of 26 February 2009, I/we deem existent/inexistent or existent but immaterial the following relationships of affiliation with the above-defined shareholder(s) holding a controlling investment or relative majority:
  - participation in the recent past, also by companies of the respective groups, in a shareholders' agreement pursuant to article 122 of the Consolidated Law on Finance concerning shares in Intesa Sanpaolo or in companies of the Intesa Sanpaolo Group:  
yes  no  yes, but immaterial
  - participation, also by companies of the respective groups, in the same shareholders' agreement concerning shares in third-party companies:  
yes  no  yes, but immaterial
  - existence of direct or indirect shareholdings and cross-shareholdings, also between companies of the respective groups:  
yes  no  yes, but immaterial
  - holding, or having held, in the recent past, positions in managing or supervisory bodies of companies belonging to the group of the shareholder(s) holding a controlling stake or relative majority, or working or having recently worked as an employee of such companies:  
yes  no  yes, but immaterial
  - having been included, directly or through representatives, in the list submitted by shareholders holding, also jointly, a controlling equity investment or relative majority, in the previous election of the Supervisory or Management Boards:  
yes  no  yes, but immaterial
  - having participated, in the previous election of the Supervisory or Management Boards, in the presentation of a list together with the shareholders holding, also jointly, a controlling stake or relative majority, or having voted a list presented by such shareholders:  
yes  no  yes, but immaterial
  - having or having had in the recent past business, financial (other than the typical activity of lenders) or professional relations:  
yes  no  yes, but immaterial
  - inclusion in the list submitted of candidates who are or have recently been executive directors or key managers of the shareholder(s) holding a controlling stake or relative majority, or of companies belonging to the respective groups:  
yes  no  yes, but immaterial

With regard to the above listed relationships, where one or more are declared existing but immaterial, reasons are given below, separately identified for each relationship, why they have been deemed immaterial to determine relationships of affiliation within the meaning of art. 148, paragraph 2 of the Consolidated Law on Finance and art. 144-quinquies of the Issuers' Regulation:

- *having been included, directly or through representatives, in the list submitted by shareholders holding, also jointly, a controlling equity investment or relative majority, in the previous election of the Supervisory or Management Boards:*

Assicurazioni Generali had its Chairman as a candidate of the list submitted by Fondazione Cariplo for the appointment of the Intesa Sanpaolo Supervisory Board which took place in 2006 after the completion of the merger by incorporation of Istituto Bancario San Paolo into Banca Intesa (in which Generali held a relevant shareholding).

That circumstance cannot be deemed "material" to determine a relationship of affiliation between the list submitted by the Company for the appointment of the Intesa Sanpaolo Supervisory Board for the financial years 2010/2012 and the so-called "Majority" list, considering that, also in light of this statement, no material relationships exist between relative majority shareholders of the bank and Assicurazioni Generali.

- *having participated, in the previous election of the Supervisory or Management Boards, in the presentation of a list together with the shareholders holding, also jointly, a controlling stake or relative majority, or having voted a list presented by such shareholders:*

Again on occasion of the appointment of the Intesa Sanpaolo Supervisory Board in 2006, Assicurazioni Generali voted for the list submitted by Fondazione Cariplo wherein its Chairman was included. The reasons why the described circumstance is immaterial to determine relationships of affiliation between this list and the so-called "Majority" list are the same as above.

Trieste, 13 April 2010

ASSICURAZIONI GENERALI

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 28 April (first call) and 30 April 2010 (second call) and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012, as per the list submitted by Assicurazioni Generali S.p.A.,  
I, the undersigned **Gianluca Ponzellini** (Fiscal Code PNZGLC47B07L682T), born in Varese on 7 February 1947 resident in Varese, address Via Mozart n. 36, Italian nationality, occupation chartered accountant,

**declare**

- I accept to stand as a candidate to the post of Supervisory Board member of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the above-mentioned Shareholders' Meeting.

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am  enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have practiced as an auditor for at least three years;
- I  meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members;

**in particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation

adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.3 of the Articles of Association;

**Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Varese, 12 April 2010

Gianluca Ponzellini  
(signed)

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller or the data processor.

In order to exercise your right to access and, in general, your rights under Section 7, you may contact the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.



**Gianluca Ponzellini** (Varese, 1947). Degree in Economics and Business from Cattolica University of Milan in 1973. Enrolled with the Order of Chartered Accountants of Varese since 1976.

- Consultant for major auditing and accounting firms in Italy and the USA from 1973 to 1979.
- He has practised as a Chartered Accountant since 1980. Co-founder of the Auditing Firm “Metodo S.r.l.”, of which he is currently Associate and Chairman.
- Currently a member of Control Bodies and Boards of Directors of some national and international companies, among which:
  - Banca IMI S.p.A.
  - Casa Editrice Universo S.p.A.
  - De'Longhi S.p.A.
  - GS S.p.A. (Carrefour Group)
  - Intesa Sanpaolo S.p.A.
  - Luisa Spagnoli S.p.A.
  - Telecom Italia S.p.A.
- He has been a consultant in the fields of accounting, auditing, corporate valuations, corporate extraordinary operations (divestitures, mergers, acquisitions, spin-offs, restructuring etc), accounting and administrative organisation for national and international companies and bodies.

April 2010

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 28 April (first call) and 30 April 2010 (second call) and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012, as per the list submitted by Assicurazioni Generali S.p.A.,

I, the undersigned **Luigi Arturo Bianchi** (Fiscal Code BNCLRT58H03F205U), born in Milano on 3 June 1958 resident in Milano, address Viale Bianca Maria 45, Italian nationality, occupation University Professor,

**declare**

- I accept to stand as a candidate to the post of Supervisory Board member of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the above-mentioned Shareholders' Meeting.

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have practiced as an auditor for at least three years;
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members;

**in particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.2 of the Articles of Association;

- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.3 of the Articles of Association;

**Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milano, 12 April 2010

Luigi Arturo Bianchi  
(signed)

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In order to exercise your right to access and, in general, your rights under Section 7, you may contact the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

**Luigi Arturo Bianchi** (Milano, 1958). Law degree from the Milano University, he is currently Full Professor of business law, basic and advanced, at Bocconi University, Milan, where he was also Director of the Corso di Laurea in Economia e Legislazione d'Impresa (CLELI) and Responsible for the Law Area of SDA Bocconi (Scuola di Direzione Aziendale). Author of several publications in the field of business law, he is a permanent advisor to the Italian Accountancy Organisation (OIC). He is a lawyer and a consultant of the Milan-based law firm Bonelli Errede Pappalardo; previously, he was a partner of Simmons&Simmons law firm, based in Milano and Associate of Bianchi&Associati law firm. His main activity is in the field of corporate law and in the banking and financial consultancy for major companies, banks, and operators involved in M&A deals and corporate finance. He was a consultant also for Assogestioni, Assosim, the Italian Stock Exchange, CONSOB, ASSIREVI, AIAF, and for the Finance Commission of Italian Chamber of Deputies. He has been a member of the “Consiglio degli esperti” of Bank of Italy since 2008.

Offices currently held:

- Independent Board Director and a member of the Internal Control Committee of the following companies:
  - Benetton Group S.p.A. (since 2000)
  - UBS Fiduciaria S.p.A. (since 2008)
- Chairman of Idea SIM S.p.A.

Main offices held in the past:

- Independent Board Director and a member of the Internal Control Committee of Assicurazioni Generali S.p.A. (2003-2010) and Banca Nazionale del Lavoro S.p.A. (1998-2002)
- Director of GFT-Net S.p.A. (1999-2003)
- Director of Anima SGR S.p.A. (2002-2009)
- Statutory Auditor of MBE Holding S.p.A., designated by Italian Stock Exchange

As at 12 April 2010